

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III
No. 17-BK-03283 (LTS)
(Jointly Administered)

**VERIFIED STATEMENT OF NIXON PEABODY LLP PURSUANT TO
48 U.S.C. § 2178 AND BANKRUPTCY RULE 2014(a) AS SPECIAL
COUNSEL TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO**

In accordance with the *Puerto Rico Recovery Accuracy in Disclosures Act*, Pub. L. No. 117-82, 48 U.S.C. § 2178(c) (“PRRADA”), and the Court’s related *Order Approving List of Material Interested Parties Pursuant to the Puerto Rico Recovery Accuracy in Disclosure Act* [Docket No. 20467] (the “Order”), Nixon Peabody LLP (“Nixon” or the “Firm”), as special counsel to the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), hereby submits this Verified Statement pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

1. Nixon is a multinational law firm with offices located, among other locations, at 55 West 46th Street, New York, New York 10036. Nixon provides services relating to a number of

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Commonwealth entities, as described in Schedule 1 of this Disclosure, under a contract with the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”). Nixon is also counsel to the Oversight Board on matters related to PREPA, as described in Schedule 1 of this Disclosure.

2. This Verified Statement is to provide the disclosures required under PRRADA, the Order and Bankruptcy Rule 2014(a). The undersigned has personal knowledge of the matters set forth herein. To the extent any information disclosed in this Verified Statement requires amendment or modification upon the Firm’s completion of further review, or as additional information becomes available, a supplemental Verified Statement (by me or another partner of the Firm) will be submitted to the Court reflecting such amended or modified information.

NIXON’S CONNECTIONS WITH THE MATERIAL INTERESTED PARTIES

3. In preparing this Verified Statement I, through my colleagues, submitted to our conflict professionals who supervise Nixon’s computerized client and conflict database (the “Conflict Database”) the names set forth on the List (the “List”) of Material Interested Parties (“MIPs”) [Docket No. 20458] approved by the Order.

4. The Conflict Database maintained by Nixon is designed to include every matter on which the firm is now or has been engaged, by which entity the firm is now or has been engaged, and, in each instance, and the identities of related parties, involved parties, adverse parties and the attorneys in the Firm who are knowledgeable about the matter. It is the policy of Nixon that no new matter may be accepted or opened within the Firm without completing and submitting, to our conflict attorneys and other professionals charged with maintaining the Conflict Database, the information necessary to review each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Nixon maintains and systematically updates this system in the regular course of business, and it is the regular practice of the Firm to make and maintain these records.

NIXON'S CONNECTIONS TO MATERIAL INTERESTED PARTIES

5. Set forth in Schedule 1 annexed hereto is a listing of those MIPs that Nixon (i) currently represents in matters wholly unrelated to these cases and (ii) currently represents, or is involved in advising, in connection with Commonwealth-related matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: New York, New York
May 16, 2022

/s/ Robert N. H. Christmas
Robert N. H. Christmas

for NIXON PEABODY LLP
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SCHEDULE 1

FIRM'S CONNECTIONS

A. Nixon represents or may represent the following parties-in-interests and/or their affiliates that are listed (or affiliates of which are included) in the List of MIPs, in matters unrelated to these PROMESA cases:

- AES Puerto Rico L.P.
- Aetna Life Insurance Company
- American International Group (AIG)
- American Casualty Company of Reading, Pennsylvania
- Avon Products, Inc.
- AXA Equitable Life Insurance Company
- Bank of New York Mellon
- Baxter Corp. (under Cardinal Health, Inc.)
- Boston Scientific
- BlackRock Realty Advisors, Inc. and certain affiliates
- Cardinal Health, Inc.
- Centurylink, Inc.
- Citigroup Capital Markets Inc. and other Citibank affiliates
- Crowe LLP
- Davidson Kempner Capital Management LP and certain affiliates
- Eco Electrica, L.P. (through our work for parent company ENGIE)
- Federal Deposit Insurance Corp (FDIC)
- FTI Consulting, Inc.
- Goldman Sachs and certain affiliates
- Juan Espinoza Ortiz (we believe this is a different individual from Mr. Ortiz, the MIP)
- Lancer Financial Group
- M.H. Davidson & Co.
- United States Department of Transportation
- National Union Fire Insurance Co. of Pittsburgh, PA
- Norton Rose Fulbright Canada
- O'Neill & Borges LLC
- Pfizer Pharmaceuticals LLC
- Santander Bank N.A.
- Sculptor Capital Management Inc.
- Shell Oil Company
- Siemens Mobility, Inc.
- St. Jude Medical
- The Bank of New York Mellon
- Continental Holdings
- The Travelers Indemnity Company
- Tradewinds Energy (through Savion Energy)

- U.S. Bank National Association and affiliates
- UBS
- Unum Life Insurance Company of America
- Wells Fargo Bank and affiliates

B. Nixon has been engaged to date regarding Commonwealth entities on the List:

1. For the *Puerto Rico Fiscal Agency and Financial Advisory Authority* (“AAFAF”) and the *Government Development Bank for Puerto Rico* we provide, or have provided, specialized public finance and other legal and consulting services as may be requested from time to time by AAFAF for itself, or for the benefit of the Government of the Commonwealth, its agencies and public corporations.

Under our contract with AAFAF we have provided services for the benefit of multiple Puerto Rico entities, including without limitation the Commonwealth, the Puerto Rico Highway and Transportation Authority, the Puerto Rico Sales Tax Financing Corporation, the Puerto Rico Municipal Finance Agency, the Puerto Rico Public Finance Corporation, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, the Puerto Rico Public Buildings Authority, the Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority and the Puerto Rico Housing Finance Authority.

2. For the *Puerto Rico Sewer and Aqueduct Authority* (“PRASA”) we provide specialized public finance and other legal services in connection with, among other things, PRASA’s Master Trust Agreement, as may be requested by PRASA from time to time.

3. For the *Puerto Rico Electric Power Authority* (“PREPA”), under our contract with the Oversight Board we advise the Oversight Board on, among other things, tax structuring issues relating to PREPA.